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Electronically Filed On: July 14, 2022

General Bankruptcy Counsel for Shelley D. Krohn, Chapter 7 Trustee

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

LAS VEGAS LAND PARTNERS, LLC,

Debtor.

Case No. BK-S-19-15333-MKN
Chapter 7

**APPLICATION TO EMPLOY ALISA
NAVE, LLC AS CONSULTANT FOR
SHELLEY D. KROHN, CHAPTER 7
TRUSTEE, PURSUANT TO 11 U.S.C. §§
327(e) AND 328(a) AND FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2014**

Date of Hearing: OST Requested
Time of Hearing: OST Requested
Place: Courtroom No. 2, Third Floor
Foley Federal Building
300 Las Vegas Blvd., S.
Las Vegas, NV 89101

Judge: Mike K. Nakagawa¹

Shelley D. Krohn (the “Trustee”), the duly appointed Chapter 7 Trustee in the above-captioned bankruptcy case, by and through her counsel of record, Jacob L. Houmand, Esq. and Bradley G. Sims, Esq. of the Houmand Law Firm, Ltd., hereby submits this *Application to Employ Alisa Nave, LLC As Consultant for Shelley D. Krohn, Chapter 7 Trustee, Pursuant to 11 U.S.C. §§ 327(e) and 328(a) and Federal Rule of Bankruptcy Procedure 2014* (the

¹ Unless otherwise indicated, all chapter and section references are to the Bankruptcy Code, 11 U.S.C. §§ 101-1532, and to the Federal Rules of Bankruptcy Procedure, Rules 1001-9037. The Federal Rules of Civil Procedure will be referred to as “FRCP” and the Federal Rules of Bankruptcy Procedure will be referred to as “FRBP.” The Local Rules of Practice for the United States Bankruptcy Court for the District of Nevada shall be referred to as the “Local Rules”.

1 “Application”).

2 This Application is filed pursuant to 11 U.S.C. §§ 327 and 328 and Federal Rule of
3 Bankruptcy Procedure 2014. The Application is based on the following Memorandum of Points
4 and Authorities, the *Declaration of Shelley D. Krohn In Support of Application to Employ Alisa*
5 *Nave-Worth LLC As Consultant for Shelley D. Krohn, Chapter 7 Trustee, Pursuant to 11 U.S.C.*
6 *§§ 327(e) and 328(a) and Federal Rule of Bankruptcy Procedure 2014* (the “Trustee
7 Declaration”), and the *Declaration of Alisa Nave-Worth, Esq. In Support of Application to*
8 *Employ Alisa Nave-Worth LLC As Consultant for Shelley D. Krohn, Chapter 7 Trustee, Pursuant*
9 *to 11 U.S.C. §§ 327(e) and 328(a) and Federal Rule of Bankruptcy Procedure 2014* (the “Nave
10 Declaration”), all of which are filed separately and concurrently with this Court pursuant to Local
11 Rule 9014(c)(2). The Application is also based on the pleadings and papers on file herein, and
12 any argument that may be entertained at a hearing on the Application.²

13 **MEMORANDUM OF POINTS AND AUTHORITIES**

14 **I. STATEMENT OF FACTS**

15 1. On August 19, 2019, Las Vegas Land Partners, LLC (the “Debtor”) filed a
16 voluntary bankruptcy pursuant to Chapter 7 of Title 11 of the United States Code [ECF No. 1].³

17 2. On August 19, 2019, the Trustee was appointed as the Chapter 7 Trustee in the
18 Debtor’s bankruptcy case [ECF No. 2].

19 3. On October 3, 2019, the Debtor filed its bankruptcy schedules [ECF No. 20].

20 4. The Debtor’s Schedule A/B did not identify any real or personal property. *See*
21 Schedule A/B [ECF No. 20], pp. 3-5.

22 5. The Debtor is the sole member of Wink One, LLC (“Wink One”) that, in turn,
23 owns a forty percent (40%) tenant-in-common interest in the real property described as: the city
24

25 ² The Trustee also requests that the Court take judicial notice of all pleadings filed in the above-
26 referenced bankruptcy case, including adversary proceedings, pursuant to Rule of Evidence 201,
27 incorporated by reference by FRBP 9017.

28 ³ All references to “ECF No.” are to the numbers assigned to the documents filed in the case as
they appear on the docket maintained by the clerk of the court.

1 block bounded by Casino Center, Bonneville, South 1st and Garces Streets, Las Vegas, Nevada
2 [APN 139-34-301-008] (the “Property”).⁴

3 6. The remaining sixty percent (60%) tenant-in-common interest in the Property is
4 owned by Forest City Realty Trust, LLC (“Forest City”).

5 7. The Property is currently leased to the Regional Transportation Commission of
6 Southern Nevada (the “RTC”).

7 8. On March 4, 2022, the Trustee filed an *Application to Employ Cushman &*
8 *Wakefield, U.S., Inc. DBA Cushman & Wakefield As Real Estate Broker Pursuant to 11 U.S.C.*
9 *327(a) and 328(a) and Federal Rule of Bankruptcy Procedure 2014* [ECF No. 88] (the “Cushman
10 Application”) that sought to employ Cushman & Wakefield U.S., Inc. (“Cushman”) to market and
11 sell the Property.

12 9. On April 7, 2022, the Court entered an *Order Granting Application to Employ*
13 *Cushman & Wakefield, U.S., Inc. DBA Cushman & Wakefield As Real Estate Broker Pursuant to*
14 *11 U.S.C. 327(a) and 328(a) and Federal Rule of Bankruptcy Procedure 2014* [ECF 104].

15 10. Cushman believes that the most likely buyer of the Property is the RTC.

16 11. In order to facilitate a sale of the Property to the RTC and to navigate the
17 intricacies of a sale that involves a quasi-governmental agency, Cushman has suggested that the
18 Trustee employ a consultant.

19 ...

21 ⁴ See *B&M Land and Livestock, LLC*, 498 B.R. 262 (Bankr. D. Nev. 2013) (holding a Chapter 7
22 Trustee appointed in a case where a debtor has a membership interest in a single-member limited
23 liability company automatically has the right to manage that company without the need to take
24 further actions to comply with state law); see also *In re Cleveland*, 519 B.R. 304, 306 (D. Nev.
25 2014 (“Numerous bankruptcy courts have held, and the Court agrees, that where a debtor has a
26 membership interest in a single-member LLC and files a petition for bankruptcy under Chapter 7,
27 the Chapter 7 trustee succeeds to all of the debtor's rights, including the right to control that
28 entity, and a trustee need not take any further action to comply with state law before exercising
such control.”); *In re Albright*, 291 B.R. 538 (Bankr. D. Colo 2003) (holding that a debtor’s
bankruptcy filing, where the debtor was the only member of a limited liability company,
effectively assigned her entire membership interest in the limited liability company to the
bankruptcy estate, and the Chapter 7 Trustee obtained all of the rights to control management of
the limited liability company).

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12. The Trustee now seeks to employ Alisa Nave, LLC (the “Firm”) as a consultant to assist in the sale of the Property to the RTC.

13. The Trustee believes that the terms of the proposed employment of the Firm is in the best interests of creditors given the Firm’s expertise political and public policy matters.

14. The terms of the proposed employment of the Firm are set forth in the Employment Proposal, which is attached as **Exhibit “1”** to the Nave Declaration. The principal terms of the proposed engagement of the Firm are set forth below:

a. The Firm will be employed on an hourly basis with an hourly rate of \$750.00. The Firm will also be entitled to reimbursement of expenses. The fees and expenses incurred by the Firm will be split between the Debtor’s bankruptcy estate and Forest City in accordance with their ownership in the Property. As a result, the Debtor’s bankruptcy estate will be responsible for forty percent (40%) of the fees and expenses incurred by the Firm.

b. The Firm estimates that the cost of its engagement will not exceed \$15,000.00. The Debtor’s bankruptcy estate will be responsible for forty percent (40%) of this amount.

II. JURISDICTION AND VENUE

15. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1134. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The statutory basis for the relief sought is Section 327, 1104 and 1106 of the Bankruptcy Code and FRBP 2014. Venue of Debtor’s Chapter 7 case in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

16. Pursuant to Local Rule 9014.2, if the Court determines that absent consent of the parties the Court cannot enter final orders or judgment regarding the Objection consistent with Article III of the United States Constitution, the Trustee consents to entry of final orders and judgment by this Court.

III. THE FIRM

17. The Firm is well suited for the type of representation required by the Trustee. The Firm specializes in political and public policy matters and is well equipped to assist in a transaction that involves a governmental entity. Accordingly, the Trustee has determined that the

1 Firm has the resources and experience necessary to assist in the sale of the Property in a manner
 2 that will derive the greatest benefit for the Debtors' bankruptcy estate and its creditors. *See*
 3 Trustee Declaration.

4 18. Following the Trustee's request that the Firm act as consultant and assist the
 5 Trustee with the sale of the Property, the Firm conducted a search of its client list.

6 19. Based upon this review of its client list, the Firm determined that it is a
 7 "disinterested person" as defined by 11 U.S.C. § 101 and does not hold or represent any interest
 8 adverse to the bankruptcy estate.

9 20. The conclusion that the Firm is a "disinterested" person within the meaning of 11
 10 U.S.C. § 101(14) for purposes of 11 U.S.C. § 327(a) is based upon the fact neither the Firm nor
 11 any of its associates:

- 12 (a) Are or were a creditor, equity security holder, or insider of
 13 the Debtor except as stated herein;
- 14 (b) Are or were, within two (2) years before the date of the
 15 filing the bankruptcy petition, a director, officer or
 16 employee of Debtor as specified in subparagraph (c) of
 17 Section 101(14) except as stated herein;
- 18 (c) Hold, or have ever held, an interest materially adverse to the
 19 interest of the estate or of any class of creditors, equity
 20 holders, or parties in interest, by reason of any direct or
 21 indirect relationship to, or interest in, the Debtor or for any
 22 other reason except as stated herein;
- 23 (d) Represent, or have ever represented, the Debtor, insiders of
 24 the Debtor, creditors of the Debtor, any other party in
 25 interest, or their respective attorneys and accountants except
 26 as set forth herein; and
- 27 (e) Is a relative or employee of the U.S. Trustee or a
 28 Bankruptcy Judge except as stated herein.

25 21. Except as set forth herein, the Firm has no connections with the debtor, creditors,
 26 any other party in interest, their respective attorneys and accountants, the United States trustee, or
 27 any person employed in the office of the United States trustee and that the Firm and each of its
 28 employees are all disinterested persons pursuant to 11 U.S.C. § 101(14).

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1 22. The Firm was referred to the Trustee by an attorney that has been employed by
2 Russell L. Nype (“Mr. Nype”), the only creditor in the Debtor’s bankruptcy case.

3 23. The Firm has not been employed by Mr. Nype.

4 24. The Firm represents no interest that is adverse to the Trustee, to the Debtors’
5 estate, any creditor, any party in interest, the U.S. Trustee, or any attorney or accountant
6 employed by the foregoing, in matters upon which it will be engaged as a consultant.

7 25. The Trustee submits that the Firm is a disinterested person within the meaning of
8 11 U.S.C. § 101(14) for purposes of 11 U.S.C. § 327(a), as it pertains to representing the Trustee
9 and consulted with respect to the sale of the Property.

10 26. Subject to Court approval, the Trustee seeks to pay the Firm \$750.00 per hour
11 billed in 15-minute increments.

12 27. The Application requests that the employment of the Firm be approved as of the
13 filing of this Application.

14 28. No promises have been received by the Firm or any of its associates, as to payment
15 or compensation in connection with the above-referenced bankruptcy case in accordance with the
16 provisions of the Bankruptcy Code, the FRBP, the Local Rules, and orders of the Court.

17 29. This Application will be submitted to the United States Trustee upon the filing of
18 the same.

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1 **IV. CONCLUSION**

2 30. For the foregoing reasons, the Trustee respectfully requests that the Court enter an
3 Order: (a) authorizing the Trustee to employ the Firm as a consultant to assist with the Trustee's
4 efforts to market and sell the Property; and (b) for such other and further relief as is just and
5 proper.

6 Dated this 14th day of July, 2022.

7 **HOUMAND LAW FIRM, LTD.**

8 By: /s/ Jacob L. Houmand

9 Jacob L. Houmand, Esq. (NV Bar No. 12781)

10 Bradley G. Sims, Esq. (NV Bar No. 11713)

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15 *Counsel for Shelley D. Krohn, Chapter 7 Trustee*

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